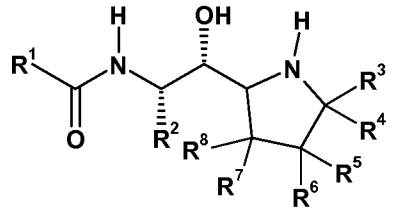
## Amendments to the Claims

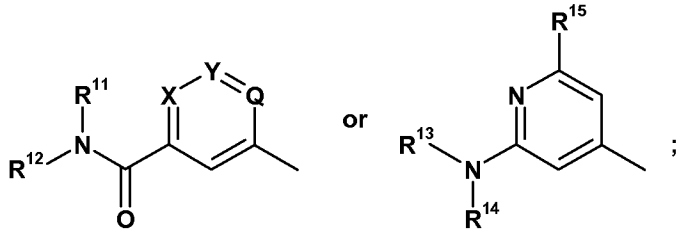
Claim 1 (Original): A compound of Formula I:



I

where:

$R^1$ is $(C_3\text{-}C_7$ cycloalkyl$)_{0\text{-}1}(C_1\text{-}C_6$ alkyl), $(C_3\text{-}C_7$ cycloalkyl$)_{0\text{-}1}(C_2\text{-}C_6$ alkenyl), $(C_3\text{-}C_7$ cycloalkyl$)_{0\text{-}1}(C_2\text{-}C_6$ alkynyl) or $C_3\text{-}C_7$ cycloalkyl, each optionally substituted with up to three groups independently selected from halo, hydroxy, thiol, cyano, trifluoromethyl, trifluoromethoxy, $C_1\text{-}C_6$ alkoxy, $C_3\text{-}C_7$ cycloalkoxy, oxo, and $NR^9R^{10}$, hydrogen, biphenyl



substituted with halo,

X is CH, N, or $N^+\text{-}O^-$;

Y is $CR^{16}$, N, or $N^+\text{-}O^-$;

Q is $CR^{17}$, N, or $N^+\text{-}O^-$;

$R^2$ is $C_1\text{-}C_3$ alkyl, benzyl optionally monosubstituted in the phenyl ring with a substituent selected from the group consisting of halo, $C_1\text{-}C_6$ alkoxy optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl, and $C_1\text{-}C_6$ alkylthio optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl, or benzyl optionally disubstituted in the phenyl ring with a first substituent independently selected from halo and a second substituent independently selected from halo, $C_1\text{-}C_6$ alkoxy optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl, and $C_1\text{-}C_6$ alkylthio optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl;

$R^3$ is hydrogen or $C_1\text{-}C_6$ alkyl;

$R^4$ is hydrogen, $C_1\text{-}C_6$ alkyl, or phenyl;

$R^3$ and $R^4$ taken together with the carbon to which they are attached form a $C_3\text{-}C_6$ cycloalkyl ring;

$R^5$ is hydrogen, fluoro, trifluoromethyl, $R^{32}$, or phenyl optionally monosubstituted with $C_1$-$C_6$ alkyl or $C_1$-$C_6$ alkoxy;

$R^6$ is fluoro, hydroxy, p-toluenesulfonyloxy, $R^{34}$, $-CH_2C(O)R^{35}$, or $-OC(O)NHR^{36}$; or $R^5$ and $R^6$ taken together form $=CHC(O)(C_1$-$C_4$ alkoxy);

$R^7$ is hydrogen or fluoro; or $R^6$ and $R^7$ taken together form a bond;

$R^8$ is hydrogen or fluoro;

$R^9$ is hydrogen, $C_1$-$C_6$ alkyl, or phenyl;

$R^{10}$ is hydrogen, $C_1$-$C_6$ alkyl, phenyl, $-C(O)(C_1$-$C_6$ alkyl), or $-SO_2(C_1$-$C_6$ alkyl);

$R^{11}$ and $R^{12}$ are independently selected from the group consisting of methyl, ethyl, and propyl;

$R^{13}$ is hydrogen or $C_1$-$C_6$ alkyl;

$R^{14}$ is $C_3$-$C_5$ cycloalkyl, $C_1$-$C_6$ alkyl, or $-CH_2R^{18}$;

$R^{15}$ is $-CF_2R^{19}$, $-OR^{20}$, $-CH_2C(O)CH_3$, $-S(O)_{1\text{-}2}R^{21}$, $-NR^{22}SO_2R^{23}$, ($C_1$-$C_3$ alkoxy)-carbonyl, phenyl optionally substituted with halo, 1,3-dioxolan-2-yl, 1,3-dioxan-2-yl, 1,1-dioxo-2,3,4,5-tetrahydroisothiazol-2-yl, or tetrazol-5-yl optionally substituted with $C_1$-$C_3$ alkyl;

$R^{16}$ is hydrogen, chloro, isobutyl, $CH_2R^{24}$; $CF_2R^{25}$, 1,1,1-trifluoro-2-hydroxyeth-2-yl, $C_2$-$C_4$ alkenyl optionally substituted with one or two fluorine atoms, $OR^{26}$, $C(O)R^{27}$, N(methyl)(methylsulfonyl), N(methyl)(acetyl), pyrrolidin-2-on-1-yl, methylsulfonyl, N,N-dimethylaminosulfonyl, phenyl optionally substituted with one or two substituents selected from the group consisting of hydroxymethyl, methoxy, fluoro, and methylsulfonyl, 1,3-dioxolan-2-yl, 1,3-dithiolan-2-yl, 1,3-oxathiolan-2-yl, 1,3-dioxan-2-yl, 1,3-dithian-2-yl, pyridinyl, thiazolyl, oxazolyl, or 1,2,4-oxadiazolyl optionally substituted with methyl;

$R^{17}$ is hydrogen or fluoro;

$R^{18}$ is ethynyl or cyclopropyl;

$R^{19}$ is hydrogen or methyl;

$R^{20}$ is difluoromethyl or methanesulfonyl;

$R^{21}$ is $C_1$-$C_4$ alkyl, $C_3$-$C_6$ cycloalkyl, phenyl, or $-NR^{30}R^{31}$;

$R^{22}$ is hydrogen, $C_1$-$C_3$ alkyl optionally substituted with up to 3 fluorine atoms, or $C_3$-$C_6$ cycloalkyl;

$R^{23}$ is $C_1$-$C_3$ alkyl or $C_3$-$C_6$ cycloalkyl;

$R^{24}$ is fluoro, hydroxy, or $C_1$-$C_3$ alkoxy;

$R^{25}$ is hydrogen, phenyl, or furyl;

$R^{26}$ is $C_1$-$C_3$ alkyl optionally substituted with one or two fluorine atoms;

$R^{27}$ is $C_1$-$C_3$ alkyl, $C_3$-$C_5$ cycloalkyl, $C_2$-$C_3$ alkenyl, $C_1$-$C_3$ alkoxy, $NR^{28}R^{29}$, pyrrolidin-1-yl optionally substituted with methyl or one or two fluorine atoms, piperidin-1-yl, phenyl, pyridinyl, or furyl;

$R^{28}$ is hydrogen or methyl;

$R^{29}$ is methyl, ethyl, or propyl;

$R^{30}$ is hydrogen or methyl;

$R^{31}$ is methyl; or

$R^{30}$ and $R^{31}$ taken together with the nitrogen atom to which they are attached form a pyrrolidine or piperidine ring;

$R^{32}$ is $C_1$-$C_{10}$ alkyl optionally substituted with 1-6 fluorine atoms, oxo, or one or two hydroxy groups, $C_2$-$C_6$ alkenyl, or -$(CH_2)_{0-3}$-$R^{33}$;

$R^{33}$ is $C_3$-$C_7$ cycloalkyl or phenyl each optionally substituted with one or two substitutents independently selected from the group consisting of halo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkoxy, hydroxy, trifluoromethyl, and trifluoromethoxy, or $R^{33}$ is adamantyl;

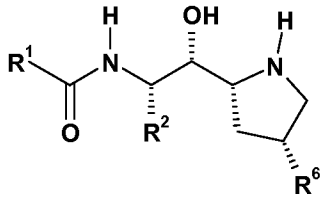
$R^{34}$ is hydrogen, $R^{32}$, or –$(CH_2)_{0-2}$-$OR^{32}$;

$R^{35}$ is hydroxy, $C_1$-$C_6$ alkoxy, or $NR^{37}R^{38}$ where $R^{37}$ and $R^{38}$ are independently hydrogen or $C_1$-$C_6$ alkyl, or $R^{37}$ and $R^{38}$, taken together with the nitrogen to which they are attached, form a piperidine ring optionally substituted with $C_1$-$C_6$ alkyl, a homopiperidine ring, a morpholine ring, or a pyrrolidine ring optionally substituted with ($C_1$-$C_6$ alkoxy)methyl;

$R^{36}$ is $C_1$-$C_6$ alkyl or adamantyl;

or a pharmaceutically acceptable salt thereof; provided that: a) no more than one of X, Y, and Q may be N or $N^+$-$O^-$; and b) when X is CH, Y is $CR^{16}$, and Q is $CR^{17}$, then one of $R^{16}$ and $R^{17}$ is other than hydrogen.

Claim 2 (Currently amended): A compound <u>of Claim 1</u> of Formula I(a):

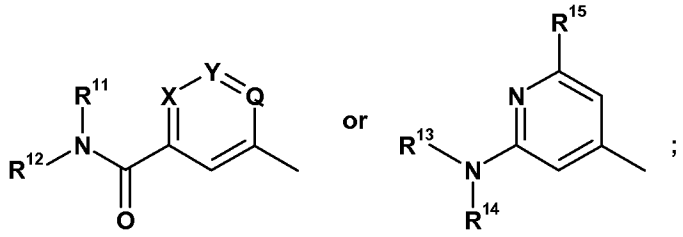



I(a)

where:

$R^1$ is ($C_3$-$C_7$ cycloalkyl)$_{0-1}$($C_1$-$C_6$ alkyl), ($C_3$-$C_7$ cycloalkyl)$_{0-1}$($C_2$-$C_6$ alkenyl), ($C_3$-$C_7$ cycloalkyl)$_{0-1}$($C_2$-$C_6$ alkynyl) or $C_3$-$C_7$ cycloalkyl, each optionally substituted with up to three

groups independently selected from halo, hydroxy, thiol, cyano, trifluoromethyl, trifluoromethoxy, $C_1$-$C_6$ alkoxy, $C_3$-$C_7$ cycloalkoxy, oxo, and $NR^9R^{10}$, hydrogen, biphenyl




;

substituted with halo,

X is CH, N, or $N^+$-$O^-$;

Y is $CR^{16}$, N, or $N^+$-$O^-$;

Q is $CR^{17}$, N, or $N^+$-$O^-$;

$R^2$ is $C_1$-$C_3$ alkyl, benzyl optionally monosubstituted in the phenyl ring with a substituent selected from the group consisting of halo, $C_1$-$C_6$ alkoxy optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl, and $C_1$-$C_6$ alkylthio optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl, or benzyl optionally disubstituted in the phenyl ring with a first substituent independently selected from halo and a second substituent independently selected from halo, $C_1$-$C_6$ alkoxy optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl, and $C_1$-$C_6$ alkylthio optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl;

$R^6$ is fluoro, hydroxy, p-toluenesulfonyloxy, $R^{34}$, $–CH_2C(O)R^{35}$, or $–OC(O)NHR^{36}$; or $R^5$ and $R^6$ taken together form $=CHC(O)(C_1$-$C_4$ alkoxy);

$R^9$ is hydrogen, $C_1$-$C_6$ alkyl, or phenyl;

$R^{10}$ is hydrogen, $C_1$-$C_6$ alkyl, phenyl, $-C(O)(C_1$-$C_6$ alkyl), or $–SO_2(C_1$-$C_6$ alkyl);

$R^{11}$ and $R^{12}$ are independently selected from the group consisting of methyl, ethyl, and propyl;

$R^{13}$ is hydrogen or $C_1$-$C_6$ alkyl;

$R^{14}$ is $C_3$-$C_5$ cycloalkyl, $C_1$-$C_6$ alkyl, or $–CH_2R^{18}$;

$R^{15}$ is $–CF_2R^{19}$, $-OR^{20}$, $-CH_2C(O)CH_3$, $-S(O)_{1\text{-}2}R^{21}$, $-NR^{22}SO_2R^{23}$, ($C_1$-$C_3$ alkoxy)-carbonyl, phenyl optionally substituted with halo, 1,3-dioxolan-2-yl, 1,3-dioxan-2-yl, 1,1-dioxo-2,3,4,5-tetrahydroisothiazol-2-yl, or tetrazol-5-yl optionally substituted with $C_1$-$C_3$ alkyl;

$R^{16}$ is hydrogen, chloro, isobutyl, $CH_2R^{24}$; $CF_2R^{25}$, 1,1,1-trifluoro-2-hydroxyeth-2-yl, $C_2$-$C_4$ alkenyl optionally substituted with one or two fluorine atoms, $OR^{26}$, $C(O)R^{27}$, N(methyl)(methylsulfonyl), N(methyl)(acetyl), pyrrolidin-2-on-1-yl, methylsulfonyl, N,N-dimethylaminosulfonyl, phenyl optionally substituted with one or two substituents selected from the group consisting of hydroxymethyl, methoxy, fluoro, and methylsulfonyl, 1,3-dioxolan-2-yl,

1,3-dithiolan-2-yl, 1,3-oxathiolan-2-yl, 1,3-dioxan-2-yl, 1,3-dithian-2-yl, pyridinyl, thiazolyl, oxazolyl, or 1,2,4-oxadiazolyl optionally substituted with methyl;

$R^{17}$ is hydrogen or fluoro;

$R^{18}$ is ethynyl or cyclopropyl;

$R^{19}$ is hydrogen or methyl;

$R^{20}$ is difluoromethyl or methanesulfonyl;

$R^{21}$ is $C_1$-$C_4$ alkyl, $C_3$-$C_6$ cycloalkyl, phenyl, or $-NR^{30}R^{31}$;

$R^{22}$ is hydrogen, $C_1$-$C_3$ alkyl optionally substituted with up to 3 fluorine atoms, or $C_3$-$C_6$ cycloalkyl;

$R^{23}$ is $C_1$-$C_3$ alkyl or $C_3$-$C_6$ cycloalkyl;

$R^{24}$ is fluoro, hydroxy, or $C_1$-$C_3$ alkoxy;

$R^{25}$ is hydrogen, phenyl, or furyl;

$R^{26}$ is $C_1$-$C_3$ alkyl optionally substituted with one or two fluorine atoms;

$R^{27}$ is $C_1$-$C_3$ alkyl, $C_3$-$C_5$ cycloalkyl, $C_2$-$C_3$ alkenyl, $C_1$-$C_3$ alkoxy, $NR^{28}R^{29}$, pyrrolidin-1-yl optionally substituted with methyl or one or two fluorine atoms, piperidin-1-yl, phenyl, pyridinyl, or furyl;

$R^{28}$ is hydrogen or methyl;

$R^{29}$ is methyl, ethyl, or propyl;

$R^{30}$ is hydrogen or methyl;

$R^{31}$ is methyl; or

$R^{30}$ and $R^{31}$ taken together with the nitrogen atom to which they are attached form a pyrrolidine or piperidine ring;

$R^{32}$ is $C_1$-$C_{10}$ alkyl optionally substituted with 1-6 fluorine atoms, oxo, or one or two hydroxy groups, $C_2$-$C_6$ alkenyl, or $-(CH_2)_{0-3}$-$R^{33}$;

$R^{33}$ is $C_3$-$C_7$ cycloalkyl or phenyl each optionally substituted with one or two substitutents independently selected from the group consisting of halo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkoxy, hydroxy, trifluoromethyl, and trifluoromethoxy, or $R^{33}$ is adamantyl;

$R^{34}$ is hydrogen, $R^{32}$, or $-(CH_2)_{0-2}$-$OR^{32}$;

$R^{35}$ is hydroxy, $C_1$-$C_6$ alkoxy, or $NR^{37}R^{38}$ where $R^{37}$ and $R^{38}$ are independently hydrogen or $C_1$-$C_6$ alkyl, or $R^{37}$ and $R^{38}$, taken together with the nitrogen to which they are attached, form a piperidine ring optionally substituted with $C_1$-$C_6$ alkyl, a homopiperidine ring, a morpholine ring, or a pyrrolidine ring optionally substituted with ($C_1$-$C_6$ alkoxy)methyl;

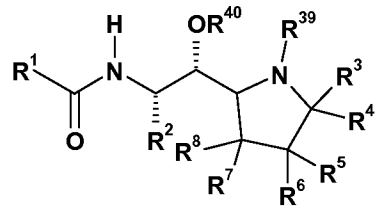
$R^{36}$ is $C_1$-$C_6$ alkyl or adamantyl;

or a pharmaceutically acceptable salt thereof; provided that: a) no more than one of X, Y, and Q may be N or $N^+$-$O^-$; and b) when X is CH, Y is $CR^{16}$, and Q is $CR^{17}$, then one of $R^{16}$ and $R^{17}$ is other than hydrogen.

Claims 3-7 (Cancelled)

Claim 8 (Previously presented): A pharmaceutical formulation comprising a compound of Claim 1, in combination with a pharmaceutically acceptable carrier, diluent, or excipient.

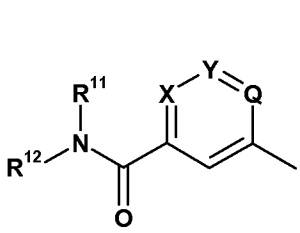
Claim 9 (Original) A compound of Formula III:



III

where:

$R^1$ is ($C_3$-$C_7$ cycloalkyl)$_{0\text{-}1}$($C_1$-$C_6$ alkyl), ($C_3$-$C_7$ cycloalkyl)$_{0\text{-}1}$($C_2$-$C_6$ alkenyl), ($C_3$-$C_7$ cycloalkyl)$_{0\text{-}1}$($C_2$-$C_6$ alkynyl) or $C_3$-$C_7$ cycloalkyl, each optionally substituted with up to three groups independently selected from halo, hydroxy, thiol, cyano, trifluoromethyl, trifluoromethoxy, $C_1$-$C_6$ alkoxy, $C_3$-$C_7$ cycloalkoxy, oxo, and $NR^9R^{10}$, hydrogen, biphenyl



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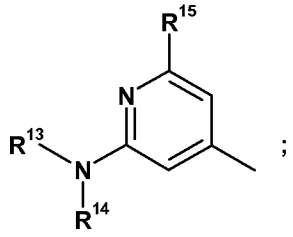


;

substituted with halo,

X is CH, N, or $N^+$-$O^-$;

Y is $CR^{16}$, N, or $N^+$-$O^-$;

Q is $CR^{17}$, N, or $N^+$-$O^-$;

$R^2$ is $C_1$-$C_3$ alkyl, benzyl optionally monosubstituted in the phenyl ring with a substituent selected from the group consisting of halo, $C_1$-$C_6$ alkoxy optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl, and $C_1$-$C_6$ alkylthio optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl, or benzyl optionally disubstituted in the phenyl ring with a first substituent independently selected from halo and a second substituent independently selected from halo, $C_1$-

$C_6$ alkoxy optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl, and $C_1$-$C_6$ alkylthio optionally substituted in the alkyl chain with $C_3$-$C_7$ cycloalkyl;

$R^3$ is hydrogen or $C_1$-$C_6$ alkyl;

$R^4$ is hydrogen, $C_1$-$C_6$ alkyl, or phenyl;

$R^3$ and $R^4$ taken together with the carbon to which they are attached form a $C_3$-$C_6$ cycloalkyl ring;

$R^5$ is hydrogen, fluoro, trifluoromethyl, $R^{32}$, or phenyl optionally monosubstituted with $C_1$-$C_6$ alkyl or $C_1$-$C_6$ alkoxy;

$R^6$ is fluoro, hydroxy, p-toluenesulfonyloxy, $R^{34}$, $-CH_2C(O)R^{35}$, or $-OC(O)NHR^{36}$; or $R^5$ and $R^6$ taken together form $=CHC(O)(C_1$-$C_4$ alkoxy);

$R^7$ is hydrogen or fluoro; or $R^6$ and $R^7$ taken together form a bond;

$R^8$ is hydrogen or fluoro;

$R^9$ is hydrogen, $C_1$-$C_6$ alkyl, or phenyl;

$R^{10}$ is hydrogen, $C_1$-$C_6$ alkyl, phenyl, $-C(O)(C_1$-$C_6$ alkyl), or $-SO_2(C_1$-$C_6$ alkyl);

$R^{11}$ and $R^{12}$ are independently selected from the group consisting of methyl, ethyl, and propyl;

$R^{13}$ is hydrogen or $C_1$-$C_6$ alkyl;

$R^{14}$ is $C_3$-$C_5$ cycloalkyl, $C_1$-$C_6$ alkyl, or $-CH_2R^{18}$;

$R^{15}$ is $-CF_2R^{19}$, $-OR^{20}$, $-CH_2C(O)CH_3$, $-S(O)_{1\text{-}2}R^{21}$, $-NR^{22}SO_2R^{23}$, ($C_1$-$C_3$ alkoxy)-carbonyl, phenyl optionally substituted with halo, 1,3-dioxolan-2-yl, 1,3-dioxan-2-yl, 1,1-dioxo-2,3,4,5-tetrahydroisothiazol-2-yl, or tetrazol-5-yl optionally substituted with $C_1$-$C_3$ alkyl;

$R^{16}$ is hydrogen, chloro, isobutyl, $CH_2R^{24}$; $CF_2R^{25}$, 1,1,1-trifluoro-2-hydroxyeth-2-yl, $C_2$-$C_4$ alkenyl optionally substituted with one or two fluorine atoms, $OR^{26}$, $C(O)R^{27}$, N(methyl)(methylsulfonyl), N(methyl)(acetyl), pyrrolidin-2-on-1-yl, methylsulfonyl, N,N-dimethylaminosulfonyl, phenyl optionally substituted with one or two substituents selected from the group consisting of hydroxymethyl, methoxy, fluoro, and methylsulfonyl, 1,3-dioxolan-2-yl, 1,3-dithiolan-2-yl, 1,3-oxathiolan-2-yl, 1,3-dioxan-2-yl, 1,3-dithian-2-yl, pyridinyl, thiazolyl, oxazolyl, or 1,2,4-oxadiazolyl optionally substituted with methyl;

$R^{17}$ is hydrogen or fluoro;

$R^{18}$ is ethynyl or cyclopropyl;

$R^{19}$ is hydrogen or methyl;

$R^{20}$ is difluoromethyl or methanesulfonyl;

$R^{21}$ is $C_1$-$C_4$ alkyl, $C_3$-$C_6$ cycloalkyl, phenyl, or $-NR^{30}R^{31}$;

$R^{22}$ is hydrogen, $C_1$-$C_3$ alkyl optionally substituted with up to 3 fluorine atoms, or $C_3$-$C_6$ cycloalkyl;

$R^{23}$ is $C_1$-$C_3$ alkyl or $C_3$-$C_6$ cycloalkyl;

$R^{24}$ is fluoro, hydroxy, or $C_1$-$C_3$ alkoxy;

$R^{25}$ is hydrogen, phenyl, or furyl;

$R^{26}$ is $C_1$-$C_3$ alkyl optionally substituted with one or two fluorine atoms;

$R^{27}$ is $C_1$-$C_3$ alkyl, $C_3$-$C_5$ cycloalkyl, $C_2$-$C_3$ alkenyl, $C_1$-$C_3$ alkoxy, $NR^{28}R^{29}$, pyrrolidin-1-yl optionally substituted with methyl or one or two fluorine atoms, piperidin-1-yl, phenyl, pyridinyl, or furyl;

$R^{28}$ is hydrogen or methyl;

$R^{29}$ is methyl, ethyl, or propyl;

$R^{30}$ is hydrogen or methyl;

$R^{31}$ is methyl; or

$R^{30}$ and $R^{31}$ taken together with the nitrogen atom to which they are attached form a pyrrolidine or piperidine ring;

$R^{32}$ is $C_1$-$C_{10}$ alkyl optionally substituted with 1-6 fluorine atoms, oxo, or one or two hydroxy groups, $C_2$-$C_6$ alkenyl, or $-(CH_2)_{0-3}$-$R^{33}$;

$R^{33}$ is $C_3$-$C_7$ cycloalkyl or phenyl each optionally substituted with one or two substitutents independently selected from the group consisting of halo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkoxy, hydroxy, trifluoromethyl, and trifluoromethoxy, or $R^{33}$ is adamantyl;

$R^{34}$ is hydrogen, $R^{32}$, or $-(CH_2)_{0-2}$-$OR^{32}$;

$R^{35}$ is hydroxy, $C_1$-$C_6$ alkoxy, or $NR^{37}R^{38}$ where $R^{37}$ and $R^{38}$ are independently hydrogen or $C_1$-$C_6$ alkyl, or $R^{37}$ and $R^{38}$, taken together with the nitrogen to which they are attached, form a piperidine ring optionally substituted with $C_1$-$C_6$ alkyl, a homopiperidine ring, a morpholine ring, or a pyrrolidine ring optionally substituted with ($C_1$-$C_6$ alkoxy)methyl;

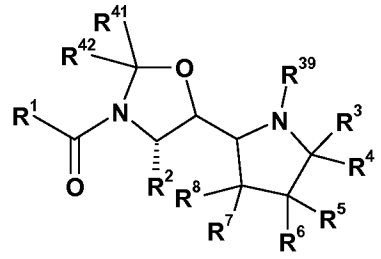
$R^{36}$ is $C_1$-$C_6$ alkyl or adamantyl;

$R^{39}$ is hydrogen or a nitrogen protecting group;

$R^{40}$ is hydrogen or an oxygen protecting group;

or an acid addition salt thereof; provided that: a) no more than one of X, Y, and Q may be N or $N^+$-$O^-$; b) when X is CH, Y is $CR^{16}$, and Q is $CR^{17}$, then one of $R^{16}$ and $R^{17}$ is other than hydrogen; and c) at least one of $R^{39}$ and $R^{40}$ is other than hydrogen.

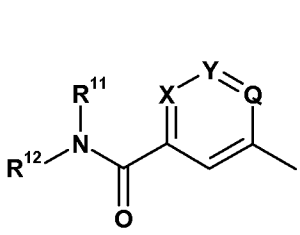
Claim 10 (Original): A compound of Formula IV:



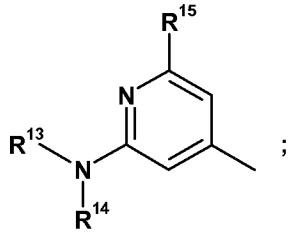
IV

where:

$R^1$ is $(C_3\text{-}C_7$ cycloalkyl$)_{0\text{-}1}(C_1\text{-}C_6$ alkyl), $(C_3\text{-}C_7$ cycloalkyl$)_{0\text{-}1}(C_2\text{-}C_6$ alkenyl), $(C_3\text{-}C_7$ cycloalkyl$)_{0\text{-}1}(C_2\text{-}C_6$ alkynyl) or $C_3\text{-}C_7$ cycloalkyl, each optionally substituted with up to three groups independently selected from halo, hydroxy, thiol, cyano, trifluoromethyl, trifluoromethoxy, $C_1\text{-}C_6$ alkoxy, $C_3\text{-}C_7$ cycloalkoxy, oxo, and $NR^9R^{10}$, hydrogen, biphenyl



or



;

substituted with halo,

X is CH, N, or $N^+\text{-}O^-$;

Y is $CR^{16}$, N, or $N^+\text{-}O^-$;

Q is $CR^{17}$, N, or $N^+\text{-}O^-$;

$R^2$ is $C_1\text{-}C_3$ alkyl, benzyl optionally monosubstituted in the phenyl ring with a substituent selected from the group consisting of halo, $C_1\text{-}C_6$ alkoxy optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl, and $C_1\text{-}C_6$ alkylthio optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl, or benzyl optionally disubstituted in the phenyl ring with a first substituent independently selected from halo and a second substituent independently selected from halo, $C_1\text{-}C_6$ alkoxy optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl, and $C_1\text{-}C_6$ alkylthio optionally substituted in the alkyl chain with $C_3\text{-}C_7$ cycloalkyl;

$R^3$ is hydrogen or $C_1\text{-}C_6$ alkyl;

$R^4$ is hydrogen, $C_1\text{-}C_6$ alkyl, or phenyl;

$R^3$ and $R^4$ taken together with the carbon to which they are attached form a $C_3\text{-}C_6$ cycloalkyl ring;

$R^5$ is hydrogen, fluoro, trifluoromethyl, $R^{32}$, or phenyl optionally monosubstituted with $C_1\text{-}C_6$ alkyl or $C_1\text{-}C_6$ alkoxy;

$R^6$ is fluoro, hydroxy, p-toluenesulfonyloxy, $R^{34}$, $-CH_2C(O)R^{35}$, or

–OC(O)NHR$^{36}$; or R$^5$ and R$^6$ taken together form =CHC(O)(C$_1$-C$_4$ alkoxy) or oxo;

R$^7$ is hydrogen or fluoro; or R$^6$ and R$^7$ taken together form a bond;

R$^8$ is hydrogen or fluoro;

R$^9$ is hydrogen, C$_1$-C$_6$ alkyl, or phenyl;

R$^{10}$ is hydrogen, C$_1$-C$_6$ alkyl, phenyl, -C(O)(C$_1$-C$_6$ alkyl), or –SO$_2$(C$_1$-C$_6$ alkyl);

R$^{11}$ and R$^{12}$ are independently selected from the group consisting of methyl, ethyl, and propyl;

R$^{13}$ is hydrogen or C$_1$-C$_6$ alkyl;

R$^{14}$ is C$_3$-C$_5$ cycloalkyl, C$_1$-C$_6$ alkyl, or –CH$_2$R$^{18}$;

R$^{15}$ is –CF$_2$R$^{19}$, -OR$^{20}$, -CH$_2$C(O)CH$_3$, -S(O)$_{1-2}$R$^{21}$, -NR$^{22}$SO$_2$R$^{23}$, (C$_1$-C$_3$ alkoxy)-carbonyl, phenyl optionally substituted with halo, 1,3-dioxolan-2-yl, 1,3-dioxan-2-yl, 1,1-dioxo-2,3,4,5-tetrahydroisothiazol-2-yl, or tetrazol-5-yl optionally substituted with C$_1$-C$_3$ alkyl;

R$^{16}$ is hydrogen, chloro, isobutyl, CH$_2$R$^{24}$; CF$_2$R$^{25}$, 1,1,1-trifluoro-2-hydroxyeth-2-yl, C$_2$-C$_4$ alkenyl optionally substituted with one or two fluorine atoms, OR$^{26}$, C(O)R$^{27}$, N(methyl)(methylsulfonyl), N(methyl)(acetyl), pyrrolidin-2-on-1-yl, methylsulfonyl, N,N-dimethylaminosulfonyl, phenyl optionally substituted with one or two substituents selected from the group consisting of hydroxymethyl, methoxy, fluoro, and methylsulfonyl, 1,3-dioxolan-2-yl, 1,3-dithiolan-2-yl, 1,3-oxathiolan-2-yl, 1,3-dioxan-2-yl, 1,3-dithian-2-yl, pyridinyl, thiazolyl, oxazolyl, or 1,2,4-oxadiazolyl optionally substituted with methyl;

R$^{17}$ is hydrogen or fluoro;

R$^{18}$ is ethynyl or cyclopropyl;

R$^{19}$ is hydrogen or methyl;

R$^{20}$ is difluoromethyl or methanesulfonyl;

R$^{21}$ is C$_1$-C$_4$ alkyl, C$_3$-C$_6$ cycloalkyl, phenyl, or –NR$^{30}$R$^{31}$;

R$^{22}$ is hydrogen, C$_1$-C$_3$ alkyl optionally substituted with up to 3 fluorine atoms, or C$_3$-C$_6$ cycloalkyl;

R$^{23}$ is C$_1$-C$_3$ alkyl or C$_3$-C$_6$ cycloalkyl;

R$^{24}$ is fluoro, hydroxy, or C$_1$-C$_3$ alkoxy;

R$^{25}$ is hydrogen, phenyl, or furyl;

R$^{26}$ is C$_1$-C$_3$ alkyl optionally substituted with one or two fluorine atoms;

R$^{27}$ is C$_1$-C$_3$ alkyl, C$_3$-C$_5$ cycloalkyl, C$_2$-C$_3$ alkenyl, C$_1$-C$_3$ alkoxy, NR$^{28}$R$^{29}$, pyrrolidin-1-yl optionally substituted with methyl or one or two fluorine atoms, piperidin-1-yl, phenyl, pyridinyl, or furyl;

$R^{28}$ is hydrogen or methyl;

$R^{29}$ is methyl, ethyl, or propyl;

$R^{30}$ is hydrogen or methyl;

$R^{31}$ is methyl; or

$R^{30}$ and $R^{31}$ taken together with the nitrogen atom to which they are attached form a pyrrolidine or piperidine ring;

$R^{32}$ is $C_1$-$C_{10}$ alkyl optionally substituted with 1-6 fluorine atoms, oxo, or 1 or 2 hydroxy groups, $C_2$-$C_6$ alkenyl, or -$(CH_2)_{0-3}$-$R^{33}$;

$R^{33}$ is $C_3$-$C_7$ cycloalkyl or phenyl each optionally substituted with one or two substitutents independently selected from the group consisting of halo, $C_1$-$C_6$ alkyl, $C_1$-$C_6$ alkoxy, hydroxy, trifluoromethyl, and trifluoromethoxy, or $R^{33}$ is adamantyl;

$R^{34}$ is hydrogen, $R^{32}$, or –$(CH_2)_{0-2}$-$OR^{32}$;

$R^{35}$ is hydroxy, $C_1$-$C_6$ alkoxy, or $NR^{37}R^{38}$ where $R^{37}$ and $R^{38}$ are independently hydrogen or $C_1$-$C_6$ alkyl, or $R^{37}$ and $R^{38}$, taken together with the nitrogen to which they are attached, form a piperidine ring optionally substituted with $C_1$-$C_6$ alkyl, a homopiperidine ring, a morpholine ring, or a pyrrolidine ring optionally substituted with ($C_1$-$C_6$ alkoxy)methyl;

$R^{36}$ is $C_1$-$C_6$ alkyl or adamantyl;

$R^{39}$ is hydrogen or a nitrogen protecting group;

$R^{41}$ and $R^{42}$ are independently selected from methyl, ethyl, and propyl;

or an acid addition salt thereof; provided that no more than one of X, Y, and Q may be N or $N^+$-$O^-$.

Claim 11 (Previously presented): A method for the inhibition of production of A-β peptide comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.

Claim 12 (Cancelled)